

Address any reply to: 31 Hopkins Plaza, Baltimore, Md. 21201

Department of the Treasury

BAEED-74-1389

District Director

Internal Revenue Service

Date:

In reply refer to Case #500526

October 31, 1974 AU:EBI:113:M.Bogucki

Telephone: 301-962-4774



▷ National Right to Life Committee, Inc.
1200 15th Street, N. W.
Washington, D. C. 20005

Internal Revenue Code: Section 501(c) (4)
Form 990 Required: ☒ Yes ☐ No
Accounting Period Ending: April 30

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under the provisions of the Internal Revenue Code section indicated above.

Unless specifically excepted, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$50 or more to each of your employees during a calendar quarter. And, unless excepted, you are also liable for tax under the Federal Unemployment Tax Act on remuneration of \$50 or more to each of your employees during a calendar quarter if, during the current or preceding calendar year, you have one or more employees at any time in each of 20 calendar weeks or pay wages of \$1,500 or more in any calendar quarter. If you have any questions about excise, employment, or other Federal taxes, please address them to this office.

If your purposes, character, or method of operation is changed, you must let us know so we can consider the effect of the change on your exempt-status. Also, you must inform us of all changes in your name or address.

The block checked at the top of this letter shows whether you must file Form 990, Return of Organization Exempt From Income Tax. If the Yes box is checked, you are only required to file Form 990 if your gross receipts each year are normally more than \$5,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, for failure to file the return on time.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

Please keep this determination letter in your permanent records.

Sincerely yours,

Gerald G. Portney
District Director

As a social welfare organization contributions to you are not deductible by donors. You should advise your contributors to that effect.

Any activity of the organization to participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office may adversely affect its exempt status.

	Initiator	Reviewer	Reviewer	Reviewer
File	<i>msb</i>	<i>MMB</i>		
Date	10-30-74	11/4/74		

FORM 1024

(Rev. March 1964)
U.S. Treasury Department
Internal Revenue Service

EXEMPTION APPLICATION

(To be made only by a principal officer of the organization claiming exemption)

To be filed in duplicate
with the District Director
for your District.

For the use of organizations applying for exemption under section 501 (a) of the Internal Revenue Code which are described in the following subsections: (Check the applicable subsection.)

- ☒ Section 501 (c) (4)—Civic leagues or social welfare organizations (including posts, councils, etc., of veterans' organizations).
- ☐ Section 501 (c) (5)—Labor, agricultural, or horticultural organizations.
- ☐ Section 501 (c) (6)—Business leagues, chambers of commerce, etc.
- ☐ Section 501 (c) (8)—Fraternal beneficiary societies, etc.
- ☐ Section 501 (c) (4)—Local associations of employees.

EVERY ORGANIZATION THAT CLAIMS TO BE EXEMPT MUST FURNISH THE INFORMATION AND DATA SPECIFIED IN DUPLICATE. IF ANY ORGANIZATION FAILS TO SUBMIT THE INFORMATION AND DATA REQUIRED, THIS APPLICATION WILL NOT BE CONSIDERED ON ITS MERITS AND WILL BE RETURNED.

1a. FULL NAME OF ORGANIZATION

National Right to Life Committee, Inc.

b. EMPLOYER IDENTIFICATION NUMBER

52-0986193

2. COMPLETE ADDRESS (Number, street, city or town, State and Postal ZIP code)

1200 15th Street, N. W., Washington, D. C. 20005

3. DATE SUBMITTED

Aug. 3, 1974

4a. IS THE ORGANIZATION INCORPORATED?

☒ Yes ☐ No

b. IF "YES," IN WHICH STATE AND UNDER WHICH LAW (GENERAL CORPORATION, NOT FOR PROFIT, MEMBERSHIP, EDUCATIONAL, ELEMOSYNARY, ETC.)? CITE STATUTORY PROVISIONS.

District of Columbia, Non-profit Corp. Act., Title 29, Chapt. 10 D. C. Code.

c. IF NOT INCORPORATED, WHAT IS FORM OF ORGANIZATION?

N/A

d. DATE INCORPORATED OR ORGANIZED

May 14, 1973

e. MONTH AND DAY ON WHICH THE ANNUAL ACCOUNTING PERIOD ENDS

April 30

5a. HAS ORGANIZATION FILED FEDERAL INCOME TAX RETURN(S)?

ATTACHED

☒ Yes ☐ No

b. IF "YES," FORM NUMBER OF RETURN FILED AND INTERNAL REVENUE DISTRICT WHERE FILED.

c. YEAR(S) FILED

6a. ARE YOU THE OUTGROWTH OR CONTINUATION OF ANY FORM OF PREDECESSOR(S)?

Yes No

X

If "Yes," attach a statement indicating the name of your predecessor(s), the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which the transfer of assets, if any, was effected.

b. IS CAPITAL STOCK ISSUED AND OUTSTANDING?

X

If "Yes," attach a statement indicating (1) class or classes of such stock, (2) the number and par value of the shares, (3) the consideration for which issued, and (4) whether any dividends have been paid or whether your certificate of organization authorizes such payment on any class of such stock.

c. HAVE YOU MADE OR DO YOU PLAN TO MAKE ANY DISTRIBUTION OF YOUR PROPERTY OR SURPLUS TO SHAREHOLDERS OR MEMBERS?

X

If "Yes," attach a statement containing full details, including (1) amounts or value, (2) source of funds or property distributed or to be distributed, and (3) basis of and authority for distribution or planned distribution.

d. DOES ANY PART OR WILL ANY PART OF YOUR RECEIPTS REPRESENT PAYMENT FOR SERVICES OF ANY CHARACTER RENDERED OR TO BE RENDERED?

X

If "Yes," attach a statement explaining in detail.

e. HAVE YOU MADE OR DO YOU PLAN TO MAKE ANY PAYMENTS TO MEMBERS OR SHAREHOLDERS FOR SERVICES RENDERED OR TO BE RENDERED?

X

If "Yes," attach a statement furnishing a detailed explanation of the amount so paid or to be paid and the character of the services rendered or to be rendered.

f. DOES ANY PART OR DO YOU PLAN TO HAVE ANY PART OF YOUR NET INCOME INURE TO THE BENEFIT OF ANY PRIVATE SHAREHOLDER OR INDIVIDUAL?

X

If "Yes," attach a statement explaining in detail.

g. DO YOU PAY OR DO YOU PLAN TO PAY SICK OR DEATH BENEFITS, OR PENSIONS OR ANNUITIES TO YOUR MEMBERS?

X

If "Yes," attach a statement explaining the rules for eligibility.

7. YOU MUST SUBMIT COPIES OF ALL ADMINISTRATIVE OPINIONS AND SUBMIT CITATIONS OF ALL JUDICIAL DECISIONS AS WELL AS COPIES OF APPLICATIONS OR REQUESTS FOR SUCH OPINIONS AND DECISIONS (IF ANY) RELATING TO THE FOLLOWING QUESTIONS:

a. HAVE YOU EVER RECEIVED OR REQUESTED ANY EXEMPT OR SPECIAL STATUS UNDER THE LAW OF THE STATE OF YOUR INCORPORATION OR OPERATION, SUCH AS INCOME OR PROPERTY TAX EXEMPTION?

Yes No

X

b. ARE YOU UNDER THE SUPERVISORY JURISDICTION OF ANY STATE, COUNTY, OR CITY REGULATORY BODY, SUCH AS THE SOCIAL WELFARE AGENCY, BOARD OF REGENTS, ETC., OR HAS SUCH STATUS EVER BEEN REQUESTED?

Yes No

X

c. HAS ANY COURT (INCLUDING A COURT OF PROBATE, SURROGATE'S COURT, ETC.) EVER DECLARED THAT YOU WERE ORGANIZED AND OPERATED FOR CHANTABLE, ETC., PURPOSES?

X

8. IF YOU ARE CLAIMING EXEMPTION AS AN ORGANIZATION DESCRIBED IN SECTION 501 (c) (4) AS A LOCAL ASSOCIATION OF EMPLOYEES, ATTACH A STATEMENT GIVING NAMES AND ADDRESSES OF EMPLOYERS WHOSE EMPLOYEES ARE ELIGIBLE FOR MEMBERSHIP IN THE ASSOCIATION. IF EMPLOYEES OF MORE THAN ONE PLANT OR OFFICE OF THE SAME EMPLOYER ARE ELIGIBLE FOR MEMBERSHIP, GIVE THE ADDRESS OF EACH SUCH PLANT OR OFFICE.

N/A

9. IF YOU ARE CLAIMING EXEMPTION AS AN ORGANIZATION DESCRIBED IN SECTION 501 (c) (6), DO YOU PERFORM OR DO YOU PLAN TO PERFORM PARTICULAR SERVICES FOR MEMBERS, SHAREHOLDERS, OR OTHERS, SUCH AS FURNISHING CREDIT REPORTS, COLLECTING ACCOUNTS, INSPECTING PRODUCTS, CONDUCTING ADVERTISING, PURCHASING MERCHANDISE, OR OTHER SIMILAR UNDERTAKINGS? ☐ Yes ☒ No

IF "YES," ATTACH A STATEMENT IN DETAIL, INCLUDING INCOME REALIZED AND EXPENSES INCURRED, REGARDING SUCH ACTIVITIES. IF ENGAGED IN ADVERTISING, ATTACH SPECIMEN COPIES OF MATERIAL.

Signature of officer

8/2/74

DECLARATION

DECLARATION

C. POWER OF ATTORNEY.

B. ATTACHMENTS

D. CLAIM FOR EXEMPTION

INSTRUCTIONS

A. FILING OF APPLICATION

- a. If incorporated, a copy of your articles of incorporation, or if not incorporated, a copy of your constitution, articles of association, declaration of trust, or other document setting forth your aims and purposes. (Conformed copies must be furnished of the original document, all amendments thereto, and any changes presently proposed.)
- b. A copy of your bylaws or other similar code of regulations. (Conformed copies must be furnished of the original document, all amendments thereto, and any changes presently proposed.)
- c. A complete statement of assets and liabilities as of the end of each annual accounting period of operation (or as of the date of the filing of this application, if you are in existence for less than a year).
- d. A statement of receipts and expenditures for each annual accounting period of operation (or for the period for which you were in existence, if less than a year). This statement should set forth clearly the sources of receipts and purposes of expenditures. There seems no reason why this should be more limited to: (1) Where funds have been borrowed or borrowed, the reason for the transaction, the security given, and interest required. (2) The extent to which the proceeds of income is derived from nonmembers through ticket sales, facilities furnished, or other income producing activities. (3) Where a dividend is paid for the lease, reasons for the transaction, and a statement as to the fair market value of the property and how that value was determined.
- e. A brief statement in which states the specific purposes for which the organization... as formed. (Do not quote from or make reference to the articles of or all amendments, if any, with other parties for the conduct of each fund-raising activity or business enterprise.
- f. A statement explaining in detail each fund-raising activity and each business enterprise you have engaged in or plan to engage in, accompanied by copies of all agreements, if any, with other parties for the nature of your activities, activities which you sponsor, and proposed activities.
- g. A statement in which explains fully any specific activities that the organization has engaged in or sponsored and which have been discontinued. (Give dates of commencement and termination and the reasons for discontinuance.)
- i. A statement or will be expended.
- j. A copy of each lease, if any, in which you are the lessee or lessor of property (real, personal, gas, oil, or mineral) or in which you own an interest under such lease, together with copies of all agreements with other parties for development of the property.
- k. A statement in which clearly indicates what qualifications are necessary for membership in the organization. (This statement may be omitted if the organization's charter, certificate, or other instrument of organization provides.)
- l. A statement which clearly indicates what qualifications are necessary for membership in the organization. (This statement may be omitted if the organization's charter, certificate, or other instrument of organization provides.)

11. YOU MUST ATTACH COPIES IN DUPLICATE OF THE FOLLOWING:

- [illegible]

National Right to Life Committee, Inc.

1200 15TH ST., N.W.

SUITE 500

WASHINGTON, DC 20005

ARTICLES OF INCORPORATION

OF

NATIONAL RIGHT TO LIFE COMMITTEE, INC.

(Date)

To: Recorder of Deeds
Washington, D.C.

We, the undersigned, natural persons of the age of 21 or more,
acting as incorporators of a corporation, adopt the following Articles
of Incorporation for such corporation, pursuant to the District of
Columbia Non-Profit Corporation Act:

ARTICLE I

The name of the corporation (hereinafter referred to as the
Committee) shall be the NATIONAL RIGHT TO LIFE COMMITTEE, INC.

ARTICLE II

The Committee is to have perpetual existence.

ARTICLE III

In order to guarantee the right to life of all people of the United
States of America, the purposes of the NATIONAL RIGHT TO LIFE COMMITTEE, INC.,
are to engage in educational, charitable, scientific and political activities,
projects or purposes including specifically, but not in limitation of the
foregoing:

- A. To promote respect for the worth and dignity of all
human life, including the life of the unborn child
from the moment of conception.
- B. To promote, encourage and sponsor such mandatory and
statutory measures which will provide protection for
human life before and after birth, particularly for
the defenseless, the incompetent, and the impaired and
the incapacitated.

FILED
MAY 14 1973

EX-111

- C. To engage in such activities as shall be set forth in the bylaws of the Committee which will assist in the accomplishment of those purposes immediately aforementioned.

ARTICLE IV

The Committee is not organized for pecuniary profit and shall not have authority to issue capital stock or shares of any kind.

The Committee shall be a membership corporation and its revenue shall be derived from membership fees and/or such other sources as may be prescribed from time to time by the Board of Directors.

Membership in the Committee shall be open to any individual, partnership, trust, firm or corporation in the sole and absolute discretion of the Board of Directors.

Membership in the Committee may be divided into such classifications for annual membership dues or for the election of directors or for such other purposes as the bylaws of the Committee may prescribe or as the Board of Directors may from time to time designate.

Subject to the provisions of the articles of incorporation of the Committee, the conditions, terms, privileges, rights, and duties of membership shall be stated or provided for in the bylaws of the Committee.

ARTICLE V

The management, affairs, business and concerns of the Committee shall be vested in the members. However, all details of management, affairs, business and concerns of the Committee are delegated to a Board of Directors, including the power of amending the certificate of incorporation and except as otherwise provided by statute, the certificate of incorporation or the bylaws of the Committee. The number of directors which shall constitute the whole Board

shall be fixed by, or in the manner provided in, the bylaws of the Committee. Subject to the provisions of the certificate of incorporation the bylaws may provide, with respect to the directors, for their qualifications (including, but not limited to and without limitation, provisions for the representation by each director of a designated state, district, region or other geographical area); for the place, time, method and manner for their nomination and election or appointment (including provisions for the election of a director or directors by members located in a designated state, district, region or other geographical area); for the appointment or designation of alternates; for filling of vacancies; for their removal from office and/or recall; for their meetings; and, generally, for their rights, powers, duties, privileges and restrictions and responsibilities.

ARTICLE VI

The address of the Corporation's initial registered office is

1801 K St. NW
Washington, D.C.

The name of its initial registered agent at such address is

Joseph V. Gartlan, Jr.
1801 K St. NW
Washington, D.C.

The principal place of business and headquarters of the Committee shall be in a city designated in the bylaws. The Board of Directors may establish other offices in such place or places as it may deem expedient for the transaction of the business and the affairs of the Committee.

ARTICLE VII

The number of Directors constituting the initial Board of Directors is 9 (nine), and the names and addresses of the persons who are to serve as the initial Board of Directors until the first annual meeting, or until their successors be elected and qualified are:

Caroline Garster, M.D.

4641 E. Crystal Lane
Paradise Valley, Arizona 85253

John B. Deliveau, Esq.	12 Surry Lane Lewiston, Maine 04240
Martin McKernan, Jr., Esq.	601 Chews Landing Road Haddonfield, New Jersey 08033
Marjory Mecklenburg	1219 West 51st Street Minneapolis, Minnesota 55419
Kenneth Van Derhoef, Esq.	3808 43rd Ave. N.E. Seattle, Washington 98104
Edward J. Golden	4 Willowbrook Lane Troy, New York 12180
Gloria Klein	33728 Tawas Trail Westland, Michigan 48185
Jay Bowman	3187 Francine Drive Decatur, Georgia 30033
Judith Fink	835 Vermont Avenue Pittsburgh, Pennsylvania 15234

ARTICLE VIII

The private property of the members of the Committee of any and all classes, the directors, officers and incorporators shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE IX

The officers of the Committee shall be a president, one or more vice-presidents, a secretary and a treasurer and an executive director and such other officers and/or assistants as the Board of Directors shall provide.

ARTICLE X

The bylaws may provide for the designation of honorary members of the Board of Directors who shall not have voting privileges.

ARTICLE XI

The name and address of each incorporator is:

Joseph V. Gartlan, Jr.
3507 Woodside Road
Alexandria, Virginia 22310

Joseph V. Gartlan, Jr.
Joseph V. Gartlan, Jr.

Eleanor M. Cook
13506 Westwind Drive
Silver Spring, Maryland 20904

Eleanor M. Cook
Eleanor M. Cook

Joseph A. Lampe
3924 Dakota Avenue
St. Louis Park, Minnesota 55416

Joseph A. Lampe
Joseph A. Lampe

Date: May 14, 1973.

DISTRICT OF COLUMBIA, ss:

I, Philip M. Bennett, a notary public, hereby
certify that on the 14th day of May, 1973, personally appeared
before me Joseph V. Gartlan, Jr., Eleanor M. Cook and Joseph A.
Lampe, who signed the foregoing document as incorporators and
that the statements therein contained are true.

Philip M. Bennett
Notary Public

My commission expires July 18, 1976

national
8 right to life
committee, inc.

OFFICERS

October 14, 1974

President
Kenneth Van Derhoef, Esq.
Vice President
Carolyn Gerster, M.D.
Secretary
Judith Fink
Treasurer
Mary R. Hunt
Chairman of the Board
Mildred F. Jefferson, M.D.
Vice Chairman of the Board
Michael Burke, Esq.

BOARD OF DIRECTORS

Joseph J. Acorace
Mary Beliveau
J. Robert Bergeron
Tj Bosgra
Jav Bowman
John Brophy
Mary Carpenter Bruce
Gerald J. Cardin, Esq.
Maureen Christensen
William F. Colliton, M.D.
Dennis Cook
Thomas Dillon
Jean Doyle
William J. Fleming
Albert H. Fortman, M.D.
Marie Gentle
Felicia Goeken
Edward Golden
Patricia Gonsdon
Nellie J. Gray, Esq.
*Robert Greene, Esq.
Dennis Horan, Esq.
Ray S. James
Ruth Karim
Gloria Klein
Robert Krebsbach, M.D.
Frances Kunz
Victor E. LaGarde, III
Donald T. Manion, M.D.
*Gerald J. Martinez, Esq.
James Mauck
Michael T. McCabe
*Martin McKernan, Esq.
*Marjorie Mecklenburg
William Moloney
Anne R. Morrey
Mrs. John Morrissey
Andrew J. O'Keefe, Esq.
Emma O'Steen
Roy L. Peterson, M.D.
A. Jack Reynolds
Judy Roland
Dorothy Shald
Michael Taylor
Carolyn Thompson
Mary Rita Urbish
John C. Willke, M.D.
Prof. Joseph Witherspoon

*Executive Committee

The By-laws as submitted are a true and complete copy and were duly adopted by the membership of the National Right to Life Committee on June 7, 1974.



KENNETH D. VAN DERHOEF

President
National Right to Life Committee, Inc

suite 500, 1200 fifteenth street, northwest, washington, d.c. 20005
telephone (202) 872-0324

BYLAWS

THE NATIONAL RIGHT TO LIFE COMMITTEE, INC.

ARTICLE I

PURPOSE

In order to guarantee the right to life of all people of the United States of America, the purposes of the NATIONAL RIGHT TO LIFE COMMITTEE, INC., are to engage in educational, charitable, scientific and political activities, projects or purposes including specifically, but not in limitation of the foregoing:

1. To promote respect for the worth and dignity of all human life, including the life of the unborn child from the moment of conception.
2. To promote, encourage and sponsor such amendatory and statutory measures which will provide protection for human life before and after birth, particularly for the defenseless, the incompetent, and the impaired and the incapacitated.
3. To engage in such activities as shall be set forth in the by-laws of the Committee which will assist in the accomplishment of those purposes immediately aforementioned.

ARTICLE II

OFFICES

The principal office of the National Right to Life Committee, Inc., shall be at Washington, D. C. The corporation may have such other office or offices, within or without the District of Columbia, as the Board of Directors may determine or as the affairs of the corporation may require, from time to time.

Revised June 1974

ARTICLE III
BOARD OF DIRECTORS

1. GENERAL POWERS. The affairs of the National Right to Life Committee, Inc., shall be managed by its Board of Directors. Directors need not be residents of the District of Columbia.

2. NUMBER AND TENURE. The number of Directors shall not be less than three (3) nor more than sixty-one (61). Each State Director shall hold office until his or her successor shall have been elected. Each At Large Director shall hold office until the next annual meeting.

3. ELECTION OF STATE DIRECTORS. Each state and the District of Columbia may elect one State Director to serve on the Board of Directors. The time, place and manner of electing the State Director shall be decided by each state and the District of Columbia but shall, generally speaking, be done annually in conformity with these bylaws.

4. NOTIFICATION OF ELECTION OF STATE DIRECTORS. Each state shall elect its State Director and notify the Board of Directors by filing the results of said election in the principal office of National Right to Life Committee, Inc., within 10 days of said election and no later than thirty (30) days prior to the commencement of the annual meeting. In the event a challenge is filed, the state shall be prepared to state the date of said election, the manner in which said election was held, the place where it was held, the manner of voting, the total votes eligible to be cast, the qualifications for eligible voters, the total vote cast, the names and addresses of each candidate and the number of votes cast for each, and finally, the name and address of the newly elected State Director and the number of votes he or she received. This information shall be filed in a sealed envelope labeled with the new State Director's name and address and the caption "election results", to be opened by the Credentials Committee only in the event of a challenge from within said state. The Board of Directors shall be notified of intended challenges to the election of any State Director by notice in writing filed in the principal office of the National Right to Life Committee, Inc., no later than ten (10) days prior to the commencement of any Board meeting. Said notice shall clearly specify the reasons for the challenge and shall be served upon the challenged State Director no later than ten (10) days prior to the commencement of the meeting. Such notice may be served by Registered or Certified Mail to the address of the State Director as listed in the records of the National Right to Life, Inc.

5. CREDENTIALS COMMITTEE. Any challenge to the authority of a State Director to be seated on the Board of Directors shall be decided by a Credentials Committee composed of five (5) non-challenged Directors, which shall be appointed by the Board of Directors, or by the Executive Committee if the Board of Directors has not done so twenty (20) days prior to the annual meeting. The Credentials Committee shall hold hearings on said challenge and determine by majority vote the authority of any challenged State Director to be seated on the Board of Directors. The decision of the Credentials Committee may be appealed to the Board of Directors. A majority decision by the Board of Directors is final and non-appealable.

6. ELECTION OF AT LARGE DIRECTORS. At Large Directors may be elected by the Board of Directors. The number of At Large Directors shall not exceed a number equal to twenty percent (20%) of the elected State Directors. The elections for At Large Directors shall immediately follow the seating of the State Directors. Nominations shall be by petition signed by not less than five (5) State Directors. No State Director shall sign more than one such petition. At Large Directors shall be elected by majority vote of the State Directors. Election as an At Large Director may occur at any duly convened meeting of the Board of Directors, provided nominations for such are mailed to all Directors ten days prior to the opening of such meeting.

7. RESIGNATION OF DIRECTORS. A Director may resign at any time from the Board of Directors by giving written notice to the President. Such resignation shall be effective on the date designated in such notice, or if no date is designated, then upon receipt by the President. Unless otherwise stipulated, acceptance of such resignation shall not be necessary for it to be effective.

8. REMOVAL OF DIRECTORS. By a vote of two-thirds (2/3) of the Directors, any Director who is judged as unwilling or unable to fulfill his or her duties may be removed at any meeting of the Board of Directors upon the written initiative of at least six (6) Directors presented to the President, and after appropriate hearing. The proposed removal shall be stated in the notice to be given for such meeting, such meeting notice to be mailed 20 days before said meeting.

9. VACANCIES. Any vacancy occurring on the Board of Directors shall be filled by the jurisdiction which such State Director represented.

10. COMPENSATION. Directors as such shall not receive any compensation for their services; but nothing contained herein shall be construed to preclude any Director from serving the National Right to Life Committee, Inc., in any other capacity and receiving compensation therefore. Directors with financial interests in the Pro-Life movement should exercise care to avoid conflicts of interest.

Revised June 1974

11. MEETINGS.

(A) The annual meeting of the Board of Directors shall be held during the second or third quarter of each calendar year at such time and place as is decided upon by the Board of Directors. The Board of Directors may provide by resolution for the time and place, either within or without the District of Columbia, for the holding of additional regular meetings.

(B) Special meetings of the Board of Directors shall be called by the Chairman of the Board upon majority vote of the Executive Committee or by petition of a number of Directors equal to at least twenty-five percent (25%) of the full Board of Directors.

(C) Notice of any regular or special meeting of the Board of Directors shall be given at least twenty (20) days prior to the meeting by written notice delivered personally or sent by mail or telegram to each Director at the address shown for such Director in the records of the National Right to Life Committee, Inc. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope, so addressed, with postage prepaid thereon. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of such meeting unless specifically required by law or by these bylaws.

12. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. For purposes of establishing a quorum, a State Director shall not be considered present if his or her proxy is held by another Director.

13. INFORMAL ACTION BY DIRECTORS. Any action required by law to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

14. PROXY VOTES. A State Director may assign his or her vote to another Director, or to a person from the same state, by proxy executed in writing. No person may exercise more than one (1) proxy. The presence of a Director at a meeting revokes his or her proxy.

15. VOTE BY MAIL AND TELEPHONE. A vote to be taken by the Board of Directors on any matter may be conducted by mail, telephone, or other electronic device.

Revised June 1974

16. VOTING BY THE BOARD OF DIRECTORS. Each Director shall be entitled to cast one (1) vote on all matters that come before the Board of Directors. Cumulative voting shall not be allowed.

17. COMMITTEES AND ADVISORS. The Board of Directors may from time to time appoint committees, advisory boards or councils to perform functions designated by the Board. Minutes shall be kept of the meetings of all such committees, advisory boards or councils.

ARTICLE IV

HONORARY DIRECTORS

There shall be another class of directors called Honorary Directors who may attend all meetings of the Board of Directors but will not have voting privileges. Honorary Directors will be selected because of their unique contribution to the pro-life movement. Nominations for Honorary Directors may be made upon the written initiative of any six (6) Directors. Honorary Directors shall be elected by the Board of Directors and shall serve for indefinite terms subject to reconfirmation by the board at each annual meeting.

ARTICLE V

OFFICERS

1. OFFICERS. The Officers of the National Right to Life Committee, Inc., shall be a President, an Executive Vice President, Other Vice Presidents (the number thereof, if any, to be determined by the Board of Directors), a Secretary, a Treasurer, a Chairman of the Board, a Vice Chairman of the Board, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. The Officers of the National Right to Life Committee, Inc., must be elected from the members of the Board of Directors. Any two or more offices may be held by the same person, except for the offices of President and Secretary.

2. ELECTION AND TERM OF OFFICE. The President, Executive Vice President, Other Vice Presidents (if any), Secretary, Treasurer, Chairman of the Board and Vice Chairman of the Board of the National Right to Life Committee, Inc. shall be elected annually by the Board of Directors at the

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regular annual meeting of the National Right to Life Committee, Inc. The Board of Directors shall elect a Nominating Committee of five Directors which shall receive nominations in writing to these offices. The Nominating Committee shall place in nomination each name so received, and such additional names as it deems appropriate. The candidate receiving the most votes for each office will be the winner providing he or she has received the affirmative votes of a majority of those voting. If no candidate for an office receives the majority of the votes, then the two (2) highest candidates for that office shall run in a run-off election, the winner being the person obtaining the highest number of votes. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Other offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and shall have been qualified.

3. REMOVAL AND RESIGNATION. Any officer elected or appointed by the Board of Directors may be removed after appropriate hearing by the Board of Directors, notice of such hearing having been mailed 20 days prior, whenever in its judgment the best interests of the National Right to Life Committee, Inc. would be served thereby. Any officer may resign at any time by giving written notice to the Chairman of the Board or the Secretary of the National Right to Life Committee, Inc.

4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5. DUTIES OF OFFICERS.

(A) THE PRESIDENT. The President shall act as the chief executive officer of the corporation, preside at all meetings of the Executive Committee and perform all duties incident to chairing these meetings, sign and execute all legal instruments, serve as an ex-officio member of all committees except the nominating committee, make certain that all orders and resolutions of the Board of Directors and Executive Committee are carried into effect and appoint all committees, subject to the approval of the Executive Committee.

(B) THE EXECUTIVE VICE PRESIDENT. The Executive Vice President shall assist the President in the performance of his or her duties, and shall perform those duties in the absence or inability of the President.

(C) OTHER VICE PRESIDENTS. Other Vice Presidents may have such duties as may be prescribed by the Board of Directors.

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(D) THE SECRETARY. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the records of the National Right to Life Committee, Inc.; shall keep a register of the postal addresses of each Director of the Committee, and in general, shall perform all the duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors. The Secretary, with the approval of the Executive Committee, may assign such duties to another.

(E) THE TREASURER. The Treasurer shall have charge and custody of, and be responsible for, all funds and assets of the National Right to Life Committee, Inc. He or she shall receive and give receipt for money payable to the National Right to Life Committee, Inc., from any sources, and SHALL DEPOSIT ALL SUCH MONEY IN THE NAME OF AND TO THE CREDIT OF the National Right to Life Committee, Inc., in such banks and other depositories as shall be selected by the Executive Committee. He or she shall, in general, perform all the duties incident to the office of Treasurer, including the maintenance of complete and accurate books and records of account, and such other duties as may be assigned by the Board of Directors. Such duties may, with the approval of the Executive Committee, be assigned to another.

(F) CHAIRMAN OF THE BOARD OF DIRECTORS. The Chairman of the Executive Committee shall preside at the first annual meeting of the Board of Directors until the Board of Directors shall elect its own chairman. The Chairman of the Board of Directors shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors.

(G) VICE CHAIRMAN OF THE BOARD OF DIRECTORS. The Vice Chairman of the Board of Directors shall assist the Chairman of the Board of Directors in the performance of his or her duties, and shall perform those duties in the absence or inability of the Chairman of the Board of Directors.

ARTICLE VI

EXECUTIVE COMMITTEE

The Executive Committee shall consist of nine (9) members. The President and the Executive Vice President of the National Right to Life Committee, Inc. shall serve as Chairman and Vice Chairman, respectively, and voting members of the Executive Committee. The Secretary and Treasurer shall also be voting members of the Executive Committee. The remaining members of the Executive Committee shall be members of the Board of

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Directors and shall be elected by the Board of Directors at the annual meeting. The nomination, election, removal, resignation, and filling of any vacancies for said remaining positions shall be in the manner specified for officers in Article V above; provided, however, that the remaining members of the Executive Committee shall be elected on a single ballot. Cumulative voting shall be prohibited. This Committee shall, between meetings of the Board, exercise all the powers of the Board, with such specific limitations as the Board may, in its discretion, determine.

ARTICLE VII

STAFF

1. **EXECUTIVE DIRECTOR.** The Executive Committee may appoint an Executive Director who shall serve at the pleasure of the Executive Committee. A vacancy in the position may be filled at any meeting of the Executive Committee. The Executive Director may be paid a salary, in the discretion of the Executive Committee. Between meetings of the Board of Directors and the Executive Committee, the Executive Director shall be responsible to the President for day-to-day operation of the National Right to Life Committee, Inc. He or she shall be empowered with such financial responsibilities and authority as specified by the Executive Committee.

2. **OTHER STAFF.** The Executive Director shall have the power to hire other staff and perform other personnel functions. He may delegate duties to them. The provisions of this paragraph shall be subject to policies and procedures defined by the Board of Directors and the Executive Committee.

ARTICLE VIII

MEMBERS

The Members of the National Right to Life Committee, Inc. shall be divided into four (4) classes:

1. **STATE DIRECTORS.** A State Director is a duly elected member of the Board of Directors who is then serving in office as a State Director. A State Director shall have the right to vote on the management and affairs of the National Right to Life Committee, Inc., as provided for in the bylaws.

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2. AT LARGE DIRECTORS. An At Large Director is a duly elected member of the Board of Directors who has been elected pursuant to the provisions of Article III above. At Large Directors shall have the right to vote on the management and affairs of the National Right to Life Committee, Inc., as provided for in the bylaws.

3. HONORARY DIRECTORS. An Honorary Director is an ex-officio and non-voting member of the National Right to Life Committee, Inc., elected by the Board of Directors in acknowledgement of his or her unique contributions to the pro-life movement.

4. ASSOCIATE MEMBERS. An Associate Member is any individual, partnership, trust, firm or corporation, who or which shall pay annual dues to be set by the Board of Directors.

ARTICLE IX

CHECKS AND DEPOSITS OF FUNDS

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the National Right to Life Committee, Inc. shall be signed by such officer or officers, agent or agents and in such manner as shall be determined from time to time by the Executive Committee. All funds of the National Right to Life Committee, Inc. shall be deposited TO THE CREDIT OF THE NATIONAL RIGHT TO LIFE COMMITTEE, INC. in such banks or other depositories as shall be determined from time to time by the Executive Committee.

ARTICLE X

CORPORATE SEAL

The Corporate Seal shall be a metallic seal and shall be kept in the possession of the Secretary of the National Right to Life Committee, Inc., or in the principal office of the National Right to Life Committee, Inc.

ARTICLE XI

BOOKS AND RECORDS

National Right to Life Committee, Inc. shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the National Right to Life Committee, Inc. may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII

INDEMNIFICATION

National Right to Life Committee, Inc. shall indemnify each member of the Board of Directors, each committee member and each officer of the National Right to Life Committee, Inc., now or hereafter a member of the Board of Directors, committee member or officer, his or her heirs, executors, and administrators, against all costs, expenses and liabilities, including settlements approved by the Board of Directors, reasonably incurred or imposed upon him or her in connection with or resulting from any action, criminal or otherwise, suit or proceeding or the compromise thereof, prior to final adjudication to which he or she is or may be a party by reason of his or her being or having been a member of the Board of Directors, committee member or officer of National Right to Life Committee, Inc. except in relation to matters in which he or she, if finally adjudged in such action, suit or proceeding, has been negligent or derelict in the performance of his or her duty as a member of the Board of Directors or as an officer of National Right to Life Committee, Inc.

Provided, however, that in criminal actions the Director, committee member or officer of National Right to Life Committee, Inc. had no reasonable grounds to believe that his or her conduct was unlawful. The Board of Directors may purchase such insurance as is necessary to effectuate this policy of indemnification.

In the event that a question arises as to whether or not such Director, committee member or officer of National Right to Life Committee, Inc. has met the standards of conduct hereinabove set forth in this Article, such

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question shall be conclusively determined by the Board of Directors acting by a quorum consisting of Directors who are not involved in such claim, action, suit or proceeding, or by the written opinion of reputable, disinterested legal counsel selected by the Board of Directors.

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the District of Columbia Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the National Right to Life Committee, Inc., waivers thereof in writing, signed by each person entitled to such notice, whether before or after the times stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

VOTE BY MAIL

Notwithstanding any other provisions of these bylaws, where these bylaws allow voting by mail or other electronic device, those Directors voting by mail or other electronic device shall be included as present for the purposes of determining a quorum on only such subject matter of the vote taken by mail or other electronic device.

ARTICLE XV

AMENDMENTS TO THE BYLAWS

These bylaws may be altered, amended or repealed, or new bylaws may be adopted at any meeting, by a two-thirds (2/3) vote of the Board of Directors; provided, however, that at least ten (10) days notice be given of the intention to alter, amend or repeal, or adopt new bylaws, prior to such meeting; and that such notice shall include the proposed change or a discussion of the substance and issues involved.

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ARTICLE XVI

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the National Right to Life Committee, Inc., in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order the National Right to Life Committee, Inc. may adopt, and any statutes applicable to this organization.

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BYLAWS

THE NATIONAL RIGHT TO LIFE COMMITTEE, Inc.

ARTICLE I

OFFICES

The principal office of the National Right to Life Committee, Inc. shall be at Washington, D.C. The Corporation may have such other office or offices, within or without the District of Columbia, as the Board of Directors may determine or as the affairs of the Corporation may require, from time to time.

ARTICLE II

BOARD OF DIRECTORS

1. **GENERAL POWERS.** The affairs of the National Right to Life Committee, Inc. shall be managed by its Board of Directors. Directors need not be residents of the District of Columbia, but must reside in the state they represent. Each director shall cast one vote.
2. **NUMBER AND TENURE.** The number of directors shall not be less than three (3), nor more than sixty-one (61). Each director shall hold office until the next annual meeting or until his successor shall have been elected.
3. **ELECTION OF DIRECTORS.** One Director shall be elected by each state of the United States and the District of Columbia. The time, place and manner of electing the Director shall be prescribed by each state and the District of Columbia. The Executive Committee will have the authority to appoint additional at-large members to the Board of Directors, with the advice and consent of the majority of the elected representatives who shall constitute the Board of Directors. The number of these additional at-large Directors shall not exceed a number equal to twenty percentum (20%) of those elected representatives.
4. **CREDENTIALS COMMITTEE.** Any dispute as to state representation shall be resolved by a Credentials Committee, which Committee shall be appointed by the Executive Committee in 1973 and by the Board of Directors thereafter. All state representatives shall be elected and the Executive Committee notified as to their election no later than ten (10) days prior to the opening day of each annual convention of the National Right to Life Committee, Inc. so as to allow sufficient time for the presentation of challenges to such representatives, and the resolution of such challenges by the Credentials Committee. The Credentials Committee shall hold a hearing on any dispute as to representation and determine, by majority vote, the rightful holder, if any, of the directorship. The decision of the Credentials Committee shall be final and shall not be subject to further review.

12. PROXY VOTES. A Director may vote by proxy executed in writing and notarized. The presence of a Director at a meeting revokes his or her proxy.
13. VOTE BY MAIL AND TELEPHONE. A vote to be taken by the Board of Directors on any matter may be conducted by mail, telephone or other electronic device.
14. COMMITTEES. The Board of Directors may, from time to time, appoint committees to perform functions designated by the Board. Minutes shall be kept of the meetings of all such committees.
15. CUMULATIVE VOTING BY THE BOARD OF DIRECTORS. In all elections for the Executive Committee and/or the Presidency of the National Right to Life Committee, each Director shall be entitled to cast one vote for each position open and cumulative voting shall not be allowed.

ARTICLE III

OFFICERS

1. The officers of the National Right to Life Committee shall be a president, one or more vice-presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this Article.
2. THE PRESIDENT. The President shall be elected annually by the Board of Directors at the regular annual meeting of the National Right to Life Committee. The Board of Directors shall appoint a nominating committee which committee shall nominate candidates for this office. Candidates may also be proposed by any Director provided at least five (5) other Directors concur in such nomination. The candidate receiving the most votes for this office shall be the winner unless he or she has not received the affirmative votes of a majority of those Directors voting. If no candidate receives a majority of the votes cast by those voting, then the two highest candidates shall run in a run-off election. The President may be removed from office by the Board of Directors by majority vote whenever, in its judgment, the best interests of the National Right to Life Committee would be served thereby.

A vacancy in the office of the Presidency shall be filled by the Board of Directors for the unexpired portion of the term.
3. OTHER OFFICERS. All other officers shall be elected by the Executive Committee, subject to ratification by the Board of Directors.
4. NECESSITY FOR MEMBERSHIP OF OFFICERS ON BOARD OF DIRECTORS. No officer of the National Right to Life Committee need be a member of the Board of Directors.
5. CHAIRMAN OF THE BOARD OF DIRECTORS. The Chairman of the Executive Committee shall preside at the first annual meeting of the Board of Directors until the Board of Directors shall elect its own chairman. The Chairman of the Board of Directors shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors.

5. RESIGNATION OF DIRECTORS. A Director may resign at any time from the Board of Directors by giving written notice to the Chairman of the Board of Directors. Such resignation shall be effective on the date designated in such notice, or if no date is designated, then upon receipt by the Chairman. Unless otherwise stipulated, acceptance of such resignation shall not be necessary for it to be effective.
6. REMOVAL OF DIRECTORS. By a vote of two-thirds (2/3) of the Directors any Director who is judged as unwilling or unable to fulfill his or her duties may be removed at any meeting of the Board of Directors upon the written initiative of at least six (6) Directors presented to the Chairman. The proposed removal shall be stated in the notice to be given for such meeting.
7. VACANCIES. Any vacancy occurring in the Board of Directors shall be filled by the jurisdiction which such director represented. Vacancies occurring among at-large directors shall be filled by the Executive Committee with the advice and consent of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
8. COMPENSATION. Directors as such shall not receive any compensation for their services; but nothing contained herein shall be construed to preclude any Director from serving the National Right to Life Committee, Inc. in any other capacity and receiving compensation therefor.
9. MEETINGS.(a.) The annual meeting of the Board of Directors shall be held without other notice than this bylaw during the second or third quarter of each calendar year at such time and place as is decided upon by the Board of Directors; and the meeting at which these bylaws are adopted shall be considered the first annual meeting of the Board of Directors. The Board of Directors may provide by resolution for the time and place, either within or without the District of Columbia, for the holding of additional regular meetings for which no other notice need be given. (b.) Special meetings of the Board of Directors shall be called by the Chairman of the Board of Directors at the request of a number of the Directors equal to at least twenty-five percentum (25%) of the full Board of Directors. Notice of any special meeting of the Board of Directors shall be given at least twenty (20) days prior to the meeting by written notice delivered personally or sent by mail or telegram to each Director at the address shown for such Director in the records of the National Right to Life Committee, Inc. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid thereon. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting, unless specifically required by law or by these bylaws.
10. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
11. INFORMAL ACTION BY DIRECTORS. Any action required by law to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors.

6. VICE CHAIRMAN OF THE BOARD OF DIRECTORS. In the absence of the Chairman, or in the event of his or her inability or refusal to act, the Vice Chairman, who shall be elected by the Board of Directors, shall perform the duties of the Chairman and, when so acting, shall have all the powers of, and be subject to all of the restrictions on, the Chairman. The Vice Chairman shall also perform such other duties as may be assigned from time to time by the Board of Directors.

7. DUTIES OF OFFICERS

(a) THE PRESIDENT. The President shall be the chief operating officer and shall be responsible for the day-to-day operation of the National Right to Life Committee and shall also perform such other duties assigned by the Board of Directors.

(b) THE VICE PRESIDENT. The Vice President shall assist the President in the performance of his or her duties, and shall perform those duties in the absence or inability of the President.

(c) THE SECRETARY. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the records of the National Right to Life Committee; shall keep a register of the postal addresses of each Director of the Committee and, in general, shall perform all of the duties incident to the office of secretary and such other duties as may be assigned by the Board of Directors. The Secretary, with the approval of the Executive Committee, may assign such duties to another.

(d) THE TREASURER. The Treasurer shall have charge and custody of, and be responsible for, all funds and assets of the National Right to Life Committee, Inc. He or she shall receive and give receipt for money payable to the National Right to Life Committee, from any sources, and SHALL DEPOSIT ALL SUCH MONEY IN THE NAME OF AND TO THE CREDIT OF THE NATIONAL RIGHT TO LIFE COMMITTEE, INCORPORATED, in such banks and other depositories as shall be selected by the Executive Committee. He or she shall, in general, perform all of the duties incident to the office of Treasurer, including the maintenance of complete and accurate books and records of account, and such other duties as may be assigned by the Board of Directors. Such duties may, with the approval of the Executive Committee, be assigned to another.

(e) EXECUTIVE DIRECTOR. There shall be an Executive Director who shall serve at the pleasure of the Executive Committee.

ARTICLE IV

MEMBERS

The members of the National Right to Life Committee shall be divided into two (2) classes:

1: DIRECTORS. A Director is a duly elected member of the Board of Directors who is then serving in office as a Director; and a Director shall have the right to vote on the management and affairs of the National Right to Life Committee as provided for in these bylaws.

2. ASSOCIATE MEMBERS. An associate member is any individual, partnership, trust, firm or corporation, who or which shall pay an annual dues to be set by the Board of Directors.

ARTICLE V

CHECKS AND DEPOSITS OF FUNDS

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the National Right to Life Committee, Inc. shall be signed by such officer or officers, agent or agents and in such manner as shall be determined from time to time by the Executive Committee. All funds of the National Right to Life Committee, Inc. shall be deposited TO THE CREDIT OF THE NATIONAL RIGHT TO LIFE COMMITTEE, INC. in such banks or other depositories as shall be determined from time to time by the Executive Committee.

ARTICLE VI

CORPORATE SEAL

The corporate seal shall be a metallic seal and shall be kept in the possession of the Secretary.

ARTICLE VII

AMENDMENTS TO THE BYLAWS

These bylaws may be altered, amended or repealed, or new bylaws may be adopted, by a vote of two-thirds (2/3) of the Directors present at any regular meeting; or at any special meeting at which a quorum is present; provided, however, that at least ten (10) days notice must be given of the intention to alter, amend or repeal or adopt new bylaws at such meeting, prior to such meeting.

ARTICLE VIII

EXECUTIVE COMMITTEE

1. The Executive Committee of the National Right to Life Committee shall consist of nine (9) members. The President of the National Right to Life Committee shall serve as an ex officio, and voting, member of the Executive Committee. The remaining eight (8) members of the Executive Committee shall be elected by the Board of Directors from nominees submitted by the Nominating Committee which shall be appointed by the Board of Directors. Candidates may also be proposed by any Director provided at least five (5) other Directors concur in such nomination.

1. In elections to the Executive Committee each member of the Board of Directors shall have eight (8) votes and may use all or part of these votes; but cumulative voting shall not be permitted and no single board member may cast more than one (1) vote for any nominee; provided, however, that a board member shall exercise any proxies in the same manner.
3. At the 1973 National Right to Life Convention, those four (4) members of the Executive Committee who shall receive the highest number of votes shall serve for a term of two (2) years. The remaining members shall serve for a term of one (1) year. Thereafter, all elections to the Executive Committee shall be for a term of two (2) years.
4. Vacancies on the Executive Committee, with the exception of a vacancy occurring in the office of the presidency, shall be filled by the Executive Committee for a term to run until the next annual convention.
5. The Executive Committee shall be responsible for the specific management of the National Right to Life Committee and such other duties as may be assigned by the Board of Directors.